M.E.P.C. CANADIAN PROPERTIES



ANNUAL REPORT

1968

8

**Board of Directors** 

C. E. M. Hardie, C.B.E., F.C.A.

Metropolitan Estate and Property Corporation Limited
London, England

W. G. Tucker, Q.C. Fraser, Beatty, Tucker, McIntosh & Stewart Toronto, Ontario

Peter A. Anker, F.R.I.C.S.

M.E.P.C. Canadian Properties Limited
Toronto, Ontario

P. A. Cumyn

Royal Securities Corporation Limited

Montreal, P.Q.

R. J. Dickinson

Metropolitan Estate and Property Corporation Limited

London, England

Gordon C. Gray
Toronto Dominion Centre Limited
Toronto, Ontario

The Hon. Angus Ogilvy

Metropolitan Estate and Property Corporation Limited

London, England

A. Ross Poyntz

The Imperial Life Assurance Company of Canada
Toronto, Ontario

D. N. Stoker
Nesbitt, Thomson and Company Limited
Montreal, P.Q.

D. A. Thompson, Q.C.

Thompson, Dilts and Company
Winnipeg, Manitoba

C. E. M. Hardie, C.B.E., F.C.A.—Chairman
W. G. Tucker, Q.C.—Deputy Chairman
P. A. Anker, F.R.I.C.S.—President and General Manager
M. H. Morgan, A.A.I., F.R.I.—Assistant General Manager
C. Alec Shearson, C.A.—Secretary

365 Bay Street, Toronto 1, Ontario

Campbell, Sharp, Milne & Co.

—Chartered Accountants

The Royal Trust Company

The Royal Trust Company Montreal Trust Company

The Toronto Stock Exchange

**Executive Officers** 

Head Office

Auditors

Stock Transfer Agent and Registrar

**Bond Trustees** 

**Shares Listed** 

M.E.P.C. Canadian Properties Limited

is a subsidiary company of

Metropolitan Estate and Property Corporation Limited, London, England



"THE CHATEAU", CALGARY—Calgary's tallest apartment building currently under construction.

# President's Report and Accounts

for the Year Ended September 30, 1968

# REPORT BY THE PRESIDENT TO THE SHAREHOLDERS OF M.E.P.C. CANADIAN PROPERTIES LIMITED

### FINANCIAL RESULTS

The past financial year has been a good one. Our property investments which are shown on our balance sheet at their original cost, have increased from just over \$43,000,000 as reported last year to over \$51,000,000. Our net income has risen from \$931,841 to \$1,204,946, equivalent to approximately 28 cents per share, an increase of 7 cents over last year. At this stage we have sufficient developments under way or planned to maintain a satisfactory growth pattern in the foreseeable future.

#### PROPERTY REPORT

In my report to the shareholders last year, I mentioned that the Company was embarking on a program of more diversification in its portfolio. Investment real estate often involves a substantial amount of time, planning and capital with the result that major policy changes may not produce noticeable results for one or two years. However, I am pleased to report that your Company is now actively involved in the residential development field and is continually examining further opportunities in this and other areas.

The Company has continued with its normal program of leasebacks and acquisition of commercial and industrial properties. We have experienced an extremely low vacancy rate in our properties during the past year and, although the market is becoming more competitive, particularly in certain localities, I feel confident that we will continue to enjoy the benefits of our selective buying policy, which is based almost entirely upon location.

### REAL ESTATE IN CANADA

The past year has also seen perhaps the full impact in many downtown localities of what I refer to as the "jumbo building". These "super" skyscrapers have undoubtedly affected trends and values in the centre of our cities just as the "super" shopping centre has affected the smaller suburban centres. In today's real estate market one has constantly to consider the security of a long term lease as compared to the attractiveness of short term leases necessary to meet inflation. M.E.P.C. continues to be most selective in its investments and developments, and we find that more and more decisions have to be made on a local basis. Consequently it is very hard to summarize our current policies in general terms. In this report, however, I have illustrated some substantial projects which should be completed during the next year and which at this stage look quite encouraging because of some fairly substantial pre-lettings.

We have seen tremendous progress by the real estate agents and brokers during the past few years in adopting a higher code of professional ethics and standards of work. This was done, of course, to provide the Canadian public with the benefits of professional protection. Now, in my opinion, the public badly needs higher standards of management and efficiency in real estate affairs from many municipal authorities. The time and money wasted in obtaining decisions from a multitude of departments in some City Halls is tremendous—and those delays cost everybody money in the long run. It is my hope that the recently announced intentions of the Federal Government to change current expropriation procedures may be at least one step towards a much needed improvement in the handling of real estate at all levels of government.

#### REAL ESTATE COMPANIES

Real estate securities have attracted many Canadian investors during the past year. I would suggest that the best investment in real estate securities could be in those companies with a steady source of income from good investments but with other holdings enabling them to adapt and take advantage of unexpected demands—the current housing shortage being a typical example. Real estate is a very specialized product and financial success cannot be assured by size or publicity alone.

#### THE FUTURE

Your Company has one of the best portfolios of income-producing real estate in this country—a very valuable asset. It has taken some time to build up this steady portfolio of rental income and I can see no benefit in rapid growth or expansion unless monetary rewards can be clearly attained. However, your Directors would like to see further expansion of our activities into the residential development business, though be it at this time on a limited scale, and they would, if advantageous, consider corporate acquisitions.

### DIVIDENDS

Your Company has continued to pay a regular half-yearly dividend of five cents per share and for the time being this is being maintained at this level. Your Directors feel that until the availability and cost of borrowing is more settled on a national and even perhaps international basis, it is wise to keep as much money as possible available to handle new real estate transactions.

I reported to you last year that certain amendments had been made to the Series A Trust Deed, which gave the Company much more flexibility in handling its properties—a particularly desirable situation in current economic conditions. I am pleased to advise you that we have also recently been able to obtain agreement to certain changes in our 1983 Series Trust Deed so that all our trust deeds are now generally similar in content.

### **BOARD OF DIRECTORS**

During the past year invitations were extended to Mr. Gordon C. Gray and The Hon. Angus Ogilvy to join your Board and I am pleased to report that both invitations were accepted. We have already derived substantial benefit from Mr. Gray's extensive real estate knowledge and experience, and from the advice of Mr. Ogilvy in the financial field.

We continue to receive excellent advice from our Branch Managers, some of whom operate under most trying local conditions. I would like to conclude by expressing my sincere thanks not only to the Branch Managers and our staff generally but also, of course, to my colleagues on the Board of Directors.

P. A. ANKER

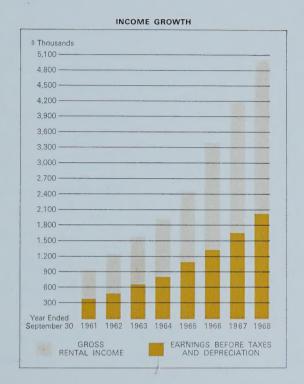
President

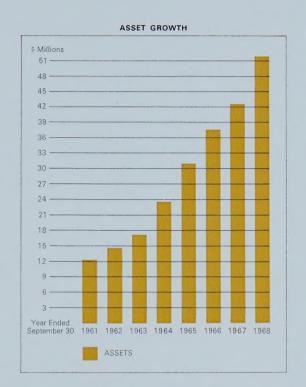


OTTAWA—A shopping and office complex to be constructed in the centre of the Sparks Street Mall.



AND SUBSIDIARY COMPANIES





### SUMMARY OF REPORTED EARNINGS FOR THE FIVE YEARS ENDED SEPTEMBER 30, 1968

	Year Ended September 30				
	1964	1965	1966	1967	1968
Earnings from Operations	\$1,506,433	\$1,933,228	\$2,492,063	\$3,054,657	\$3,779,123
Interest	808,099	832,550	1,138,073	1,398,307	1,726,016
Depreciation	286,017	380,413	488,954	604,509	703,161
Income Taxes Paid				120,000	145,000
			0.05.026		
Net Income	\$ 412,317	\$ 720,265	\$ 865,036	\$ 931,841	\$1,204,946
			-		

### M.E.P.C. CANADIAN P

AND SUBSIDI

### Consolidated Balance

			Comparative 1967
CURRENT ASSETS			
Cash		\$ 577,152	\$ 142,270
Short term investments—at cost		1,789,125	492,334
Rents and sundry receivables		291,565	170,459
Prepaid expenses		180,943	97,881
		2,838,785	902,944
Properties			
At cost	\$51,490,254		43,389,075
Less: Accumulated depreciation	3,328,241		2,568,957
	Supermontal of Assessment School Advisory (State of Assessed Assessed	48,162,013	40,820,118
Other Assets			
Unamortized financing and other expenses	505,704		486,587
Advances to affiliated company	327,819		440,937
Mortgages and other secured receivable	227,074		
		1,060,597	927,524
Approved on behalf of the Board			
P. A. ANKER, Director			
W. G. Tucker, Director			
		\$52,061,395	\$42,650,586

The accompanying notes are a

To the Shareholders,
M.E.P.C. CANADIAN PROPERTIES LIMITED

We have examined the consolidated balance sheet of M.E.P.C. Canadian Properti ments of income, surplus and source and application of funds for the year ended on the tests of accounting records and other supporting evidence as we considered necessary in

In our opinion the accompanying balance sheet and statements of income, surplus companies as at September 30, 1968, and the consolidated results of their operations for a basis consistent with that of the preceding year.

Toronto, Canada November 1, 1968.

### OPERTIES LIMITED

Y COMPANIES

### eet September 30, 1968

		Comparative 1967
CURRENT LIABILITIES		
Bank loans	\$ 1,515,000	\$ 167,742
Demand loan—secured	800,000	_
Accounts payable and accrued liabilities	1,261,918	1,128,767
Note payable—63/4 % maturing April 28, 1968	_	2,000,000
Income taxes payable	154,347	120,000
	3,731,265	3,416,509
MINORITY INTEREST IN SUBSIDIARY COMPANIES	18,657	10,451
Long Term Debt (note 2)	32,357,867	24,020,920
DEFERRED INCOME TAXES (note 3)	500,000	500,000
Shareholders' Equity		
Capital stock (notes 4 and 5)		
Preference Shares \$ 2,500,000		2,500,000
Common Shares		9,771,679
12,347,401		12,271,679
Surplus		2,431,027
	15,453,606	14,702,706
	\$52,061,395	\$42,650,586

egral part of the financial statements.

mited and its subsidiary companies as at September 30, 1968 and the consolidated stateate. Our examination included a general review of the accounting procedures and such circumstances.

source and application of funds present fairly the consolidated financial position of the year then ended, in accordance with generally accepted accounting principles applied on

CAMPBELL, SHARP, MILNE & Co., Chartered Accountants.

AND SUBSIDIARY COMPANIES

### Consolidated Statement of Surplus

FOR THE YEAR ENDED SEPTEMBER 30, 1968

	,		Comparative 1967
Balance, October 1, 1967		\$ 2,431,027	\$ 2,026,964
Add:			
Net income for the year (note 3)		1,204,946	931,841
		3,635,973	2,958,805
Less:			
Dividends paid—preference shares	\$ 150,000		150,000
—common shares	379,768		377,778
		529,768	527,778
Balance, September 30, 1968		\$ 3,106,205	\$ 2,431,027

The accompanying notes are an integral part of the financial statements.

### Consolidated Statement of Income

FOR THE YEAR ENDED SEPTEMBER 30, 1968

FOR THE YEAR ENDED SEPTEMBER 30, 1900		Comparative 1967
Rental Income	\$ 5,038,183	\$ 4,213,575
Less:		
Direct property expenses (heating, lighting, insurance,		950 672
repairs and maintenance, municipal taxes, etc.)\$ 983,880 Property administration		859,673 100,095
70,827	1,080,707	959,768
Net Rental Income	3,957,476	
	3,937,470	3,253,807
Less: Interest on long term debt		1,396,175
Other interest		121,621
Interest income		(119,489)
1,726,016		1,398,307
Administration		159,640
Sundry expense		31,550
	1,905,460	1,589,497
	2,052,016	1,664,310
Depreciation—buildings	703,161	604,509
Net Income before special item	1,348,855	1,059,801
Gain on sale of property	9,287	
Net Income before income taxes	1,358,142	1,059,801
Provision for current income taxes (note 3)	145,000	120,000
Logg. Minority interest in amounting of multiplication	1,213,142	939,801
Less: Minority interest in operations of subsidiaries	8,196	7,960
Net Income for the year	\$ 1,204,946	\$ 931,841

The accompanying notes are an integral part of the financial statements.

AND SUBSIDIARY COMPANIES

# Consolidated Statement of Source and Application of Funds

FOR THE YEAR ENDED SEPTEMBER 30, 1968

	Comparative 1967
Net income for the year	\$ 931,841
Depreciation and amortization	698,707
2,028,243	1,630,548
Annual payments on long term debt	789,109
Funds available from operations	841,439
Dividends paid	527,778
Funds available from operations for reinvestment	313,661
Additional long term debt	6,776,928
Issues of capital stock	30,500
Increase of minority interest in subsidiary companies	7,960
Reduction in advance to affiliated company	
<u>\$10,032,458</u>	\$7,129,049
Represented by:	
Decrease in net current debt including short term notes and bank financing \$ 1,621,085	(\$ 370,086)
Increased investment in properties	7,375,384
Investment in mortgages and other secured receivable	_
Increase in other assets	123,751
<u>\$10,032,458</u>	\$7,129,049

The accompanying notes are an integral part of the financial statements.

# Notes to Consolidated Financial Statements September 30, 1968

1. Commitments  Capital commitments at September 30, 1968 for the acquisition and/or development of proper approximately \$5,000,000.	erties amounted to
2. Long Term Debt Mortgages payable	\$16,709,359
First Mortgage Sinking Fund Bonds Series A, 63/4 % due August 1, 1982—\$125,000 repayable on or before August 1, in each of the years 1969 to 1981	2,625,000
1983 Series, due December 1, 1983  57/8 %, U.S. \$2,937,500—\$62,500 repayable on June 1, and December 1, in each year up to and including June 1, 1983	3,174,702
63/8 %, \$12,500 repayable on June 1, and December 1, in each year up to and including June 1, 1983	568,500
1987 Series, due January 9, 1987 63/8 %, U.S. \$2,842,500—\$52,500 repayable on or before June 1 and December 1 in each year up to and including December 1, 1986	3,068,025
1988 Series, due August 1, 1988  7-15/16%, U.S. \$1,500,000—\$65,000 repayable on or before December 1, 1969 and \$32,500 on or before June 1 and December 1, in each year thereafter up to and including June 1, 1988. A further U.S. \$500,000 will be borrowed as a part of this Series on December 2, 1968 with no change in repayment requirements	1,608,281

#### Notes Payable

8½ %, (subject to review annually under certain conditions) repayable September 26, 1971	2,000,000
$6\frac{1}{2}$ - $7\frac{1}{4}$ % repayable in the years 1985 to 1988	660,000
Unsecured advance from parent company 73/8 %, repayable December 4, 1972—U.S. \$1,800,000.	1,944,000
	\$32,357,867

Mortgages payable are subject to interest rates varying from 6% to  $7\frac{1}{2}\%$ , mature at various dates in the fiscal years 1969 to 1993, and are repayable approximately as follows:

Fiscal Year		Fiscal <u>Year</u>	
1969	\$706,443	1972	\$ 568,629
1970	474,302	1973	569,413
1971	497,292	Subsequent to 1973	13,893,280
			\$16,709,359

#### 3. INCOME TAX

In addition to income taxes currently payable \$520,000 will be deferred to future years by claiming additional capital cost allowances and amortization for income tax purposes. The total amount of such deferments to September 30, 1968 including the amount of \$500,000 previously set aside in the accounts is approximately \$2,577,000.

#### 4. CAPITAL STOCK

#### Authorized

240,000 Preference Shares with a par value of \$25 each, issuable in series

5,000,000 Common Shares without par value

#### Issued and fully paid

100,000 6 % Cumulative, Redeemable, Preference Shares, Series A	\$ 2,500,000
3,809,315 Common Shares	9,847,401
	\$12,347,401

24,135 Common Shares without par value were issued during the year for an aggregate cash consideration of \$75,722. Of these shares, 12,500 were issued under stock options granted to executives of the Company, 11,385 were issued to holders of the 1960 Share Purchase Warrants and 250 were issued to holders of the 1966 Share Purchase Warrants.

At September 30, 1968 an aggregate of 199,965 Common Shares without par value were reserved for issuance against the exercise of stock options and share purchase warrants. Of these shares 7,500 were reserved for issuance under stock options granted to executives of the Company at \$3.00 per share exercisable up to the close of business on October 1, 1969; 5,000 of such shares were issued during October for a cash consideration of \$15,000. The remaining 192,465 shares were reserved for issuance against the exercise of Share Purchase Warrants entitling the holders thereof to purchase shares at \$3.50 as follows:

- —85,215 shares—1960 Share Purchase Warrants issued accompanying the Series A bonds exercisable on or before August 1, 1970.
- —99,750 shares—1966 Share Purchase Warrants issued accompanying the Preference Shares, Series A, exercisable on or before June 30, 1976.
- —7,500 shares—1968 Share Purchase Warrants issued accompanying the 1988 Series Bonds, exercisable on or before June 30, 1976.

The Preference Shares, Series A, are redeemable at \$26.25 per share up to and including June 1, 1969 and thereafter at reducing amounts.

The Company is required to set aside on January 1 in each year, beginning in 1969 an amount equal to not more than \$50,000 to be used under certain conditions as a fund for the purchase for cancellation of Preference Shares, Series A. The amounts set aside and not used for the purchase of such Preference Shares shall at no time aggregate more than \$100,000.

### 5. DIVIDEND RESTRICTIONS

The Trust Deeds securing the First Mortgage Bonds contain certain restrictions on the declaration or payment of dividends on Common Shares so long as any of the said bonds are outstanding.

The conditions attaching to the Preference Shares, Series A, contain certain restrictions on the declaration or payment of dividends on the Common Shares.

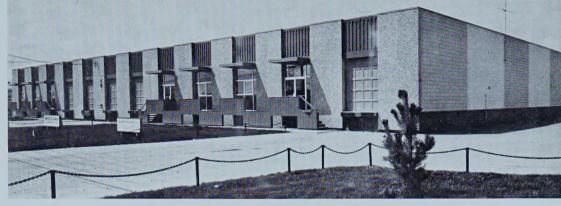
### 6. REMUNERATION OF DIRECTORS AND SENIOR OFFICERS

The aggregate remuneration paid to directors and senior officers of the Company (as defined in the Ontario Corporations Act) amounted to \$96,015 for the year ended September 30, 1968.

#### 7. LAND LEASES

The company is committed as tenant under land leases on revenue producing properties maturing in the years 2026 and 2058 respectively. The total minimum rental obligation under such leases aggregates \$3,577,000 at September 30, 1968 and is payable in annual amounts of \$56,881 to the year 2026 and \$8,881 thereafter.

RECENT DEVELOPMENTS



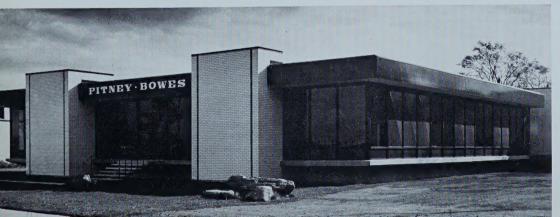
CALGARY



TORONTO



OTTAWA





VICTORIA—A modern community shopping plaza and apartments currently under construction.

### METROPOLITAN ESTATE AND PROPERTY CORPORATION LIMITED

BROOK HOUSE, 113 PARK LANE, LONDON W.1
(PARENT COMPANY)

### **DIRECTORS**

C. E. M. HARDIE, C.B.E., F.C.A.	R. J. DICKINSON, M.A.	BERNARD DUFTON, F.C.A.
J. Scrimgeour, c.m.g., o.b.e.	W. E. PHILP, F.R.I.C.S., F.A.I.	THE HON. ANGUS OGILVY
A. Kennedy Kisch, M.A.	J. C. HAWKES, F.R.I.C.S.	P. A. Anker, f.r.i.c.s.
R. H. Sheppard, f.a.i.	M. R. Creasey, f.a.i.	W. M. BALCH, F.R.I.C.S.

Metropolitan Estate and Property Corporation Limited is currently one of the larger property companies in the United Kingdom. It was incorporated in 1946 to merge and acquire the assets and undertakings of several well known property companies, many of whom had been operating in the real estate management and investment business since the early part of the century. Since 1946 the company has grown substantially and is regarded as one of the leading real estate investment companies quoted on the U.K. stock exchanges.

At one time the majority of its holdings was in the residential category but now this type of property forms a very minor part of the portfolio. Today most of the company's investments are in commercial, industrial and retail real estate.

The present book value of the Group's properties is just under \$250,000,000 but the properties are undoubtedly worth substantially more than this sum in the open market. As well as its investment in Canada where Metropolitan owns approximately 68% of the common shares of M.E.P.C. Canadian Properties Limited, the Group has overseas interests in the Republic of Ireland and Australia.

HEAD OFFICE: 365 BAY STREET, TORONTO

**BRANCH OFFICES** 

Eastern Canada 710 Place de Youville,

Quebec City, P.Q.

Ottawa

140 Wellington Street,

Ottawa, Ontario

**Toronto** 

365 Bay Street,

Toronto, Ontario

Winnipeg

338 Broadway Avenue,

Winnipeg, Manitoba

Calgary

627 6th Avenue S.W.,

Calgary, Alberta

Vancouver

1200 West Pender Street.

Vancouver, British Columbia

**MANAGER** 

R. J. HESLOP, F.R.I.

M. E. BILLINGHURST, A.R.I.C.S.

J. B. CAMPBELL, C.G.A.

T. G. OLIVER, B.COM.

A. K. STEPHENS

R. A. GREINER, F.R.I.

P. W. SKYNNER, F.R.I.

### M.E.P.C. – SUBSIDIARY AND ASSOCIATED COMPANIES

BRITANNIA PROPERTY DEVELOPMENTS LIMITED

IMPCO PROPERTIES LIMITED

M.E.P.C. MARITIME PROPERTIES LIMITED

M.E.P.C. PACIFIC PROPERTIES LIMITED

HANOVER ESTATES LIMITED

La Societé Immobilière Mirabeau Limitée

MEPCON ESTATES LIMITED

TURF DEVELOPMENT COMPANY LIMITED

The activities of M.E.P.C. Canadian Properties Limited and its subsidiary and associated companies are entirely related to property investment and development.

M. E. P. C.